

# Piper Rudnick

RECORDATION NO. 25194 FILED

SEP 10 '04

11:57 AM

**SURFACE TRANSPORTATION BOARD**

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September 9, 2004

Mr. Vernon A. Williams  
Secretary  
Office of the Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423



Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are one executed original and two photostatic copies of the Memorandum of Assignment of Lease [Ameristeel], dated as of April 19, 2004 (the "Memorandum") between Rail Logistics, LC, as Transferor, and Railcar Custom Leasing, LLC, as Transferee, which Memorandum is a primary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The Memorandum relates to that certain Rail Logistics L.C. Master Car Leasing Agreement and Service Contract #02-1154 dated June 1, 2002, and Rider #09 thereto dated March 9, 2004 and Rider #10 thereto dated March 9, 2004, between Rail Logistics, L.C., as lessor, and Gerdau Ameristeel US, Inc., as lessee.

The names and address of the parties to the enclosed Memorandum are:

Transferor: Rail Logistics, LC  
6400 W. 110<sup>th</sup> Street  
Suite 100  
Overland Park, KS 66211

Transferee: Railcar Custom Leasing, LLC  
980 N. Michigan Avenue  
Suite 1000  
Chicago, IL 60611

A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 to the Memorandum.

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Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped photostatic copies of the Memorandum and the stamped photostatic copy of this letter to Susan G. Lichtenfeld at Piper Rudnick LLP, 203 North LaSalle Street, Suite 1800, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Primary Document to be Recorded

Memorandum of Assignment of Lease, dated as of April 19, 2004, between Rail Logistics, LC, as Transferor, and Railcar Custom Leasing, LLC, as Transferee, relating to the assignment of Rail Logistics L.C. Master Car Leasing Agreement and Service Contract #02-1154 dated June 1, 2002, and Rider #09 thereto dated March 9, 2004 and Rider #10 thereto dated March 9, 2004, between Rail Logistics, L.C., as lessor, and Gerdau Ameristeel US, Inc., as lessee.

Very truly yours,

**PIPER RUDNICK LLP**

  
Susan G. Lichtenfeld

SGL:rc  
Enclosures

**MEMORANDUM OF ASSIGNMENT OF LEASE [AMERISTEEL]**

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF ASSIGNMENT OF LEASE dated as of this 19<sup>th</sup> day of April, 2004, is made by RAIL LOGISTICS, LC, a Kansas limited liability company, with an address at 6400 W. 110<sup>th</sup> Street, Suite 100, Overland Park, KS 66211 (the "Transferor"), and RAILCAR CUSTOM LEASING, LLC, a Tennessee limited liability company, with an address at 980 N. Michigan Avenue, Suite 1000, Chicago, IL 60611 (the "Transferee" and, together with the Transferor, the "Parties").

**KNOW ALL PERSONS BY THESE PRESENTS THAT:**

WHEREAS, Transferor, as assignor, and Transferee, as assignee, previously entered into the Assignment of Lease dated as of April 19, 2004 (the "Assignment of Lease"), pursuant to which Transferor assigned to Transferee all rents, issues and profits from Transferor's leasehold interests in that certain Master Car Leasing Agreement and Service Contract #02-1154 dated June 1, 2002 between Transferor, as lessor, and Ameristeel ("Ameristeel"), as lessee, (the "Railcar Lease") and Rider #09 thereto dated March 9, 2004 ("Rider 9") and Rider #10 thereto dated March 9, 2004 ("Rider 10") (the Railcar Lease and Rider 9 and Rider 10 are hereinafter collectively referred to as the "Lease") relating to the lease of the ~~four (4)~~ <sup>Six (6)</sup> covered hopper railcars identified on Schedule 1 attached hereto (the "Equipment").

WHEREAS, Transferor has confirmed to Transferee that the entity identified as "Ameristeel" in the Railcar Lease and as "Gerdau Ameristeel US, Inc." in Rider 9 and Rider 10 is the same entity.

WHEREAS, the Parties wish to acknowledge for the public record the existence of the aforesaid assignment, and the respective interests therein of the Parties.

NOW, THEREFORE, to accomplish the foregoing, the Parties are filing this Memorandum of Assignment of Lease with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a).

IN WITNESS WHEREOF, each of the undersigned has caused this Memorandum of Assignment of Lease to be executed by a duly authorized officer as of the day and year first above written.

RAIL LOGISTICS, LC

By: Michael D. Leaver  
Name: Michael D. Leaver  
Title: Manager

RAILCAR CUSTOM LEASING, LLC

By: Chris L. Smith  
Name: Chris L. Smith  
Title: President

STATE OF KANSAS           )  
  )SS  
COUNTY OF JOHNSON )

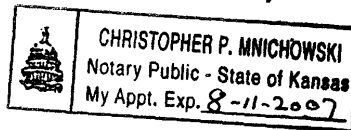
On this 20<sup>th</sup> day of April, 2004, before me personally appears MICHAEL LERNER, to me personally known, who by me duly sworn, says that he/she is the MANAGER of RAIL LOGISTICS, LC (the "Company"), that the foregoing instrument was signed by him on behalf of the said Company, and he/she acknowledged that the execution of the foregoing instrument was the duly authorized, free act and deed of the said Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Christopher P. Mnichowski  
Notary Public

[SEAL]

My Commission expires:



STATE OF ILLINOIS       )  
  )SS  
COUNTY OF COOK        )

On this 23<sup>rd</sup> day of April, 2004 before me personally appears DENNIS AMICK, to me personally known, who by me duly sworn, says that he is the President of RAILCAR CUSTOM LEASING, LLC (the "Company"), that the foregoing instrument was signed by him on behalf of the said Company, and he acknowledged that the execution of the foregoing instrument was the duly authorized, free act and deed of the said Company.

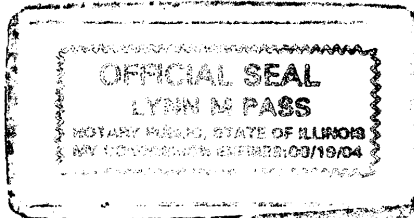
IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Dennis M. Pass  
Notary Public

[SEAL]

My Commission expires:

8/19/04



**SCHEDULE 1  
TO THE MEMORANDUM OF ASSIGNMENT OF LEASE**

**EQUIPMENT**

Six (6) covered hopper railcars bearing the following road marks and numbers:

**5 Cars being lease under Rider 9:**

<u>Description</u>	<u>Number of Cars</u>	<u>Old Car Marks</u>	<u>Old Car Numbers</u>	<u>New Car Marks</u>	<u>New Car Numbers</u>
covered hopper railcars	5	NW	176558	EAFX	5029
		NW	176688	EAFX	5030
		NW	176867	EAFX	5032
		RRLX	5971	RRLX	5971
		RRLX	5992	RRLX	5992

**1 Car being lease under Rider 10:**

<u>Description</u>	<u>Number of Cars</u>	<u>Old Car Marks</u>	<u>Old Car Numbers</u>	<u>New Car Marks</u>	<u>New Car Numbers</u>
covered hopper railcar	1	NW	176387	EAFX	5028